WSP GLOBAL INC.

Management's Discussion and Analysis

for the three-month period ended March 30, 2024

May 8, 2024

TABLE OF CONTENTS

1 MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of the consolidated financial position and consolidated results of operations, dated May 8, 2024, is intended to assist readers in understanding WSP Global Inc. (together with its subsidiaries, the "Corporation" or "WSP") and its business environment, strategies, performance and risk factors. This MD&A should be read together with the Corporation's unaudited interim condensed consolidated financial statements and accompanying notes for the first quarter ended March 30, 2024 as well as the Corporation's MD&A and audited consolidated financial statements and accompanying notes for the year ended December 31, 2023. The Corporation's unaudited interim condensed consolidated financial statements for the first quarter ended March 30, 2024 have been prepared in compliance with IAS 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB" and "IFRS"). All amounts shown in this MD&A are expressed in Canadian dollars, unless otherwise indicated. All information disclosed in this MD&A is based on unaudited figures.

This MD&A focuses on the Corporation's results for the first quarter ended March 30, 2024. The Corporation's second and third quarters are always comprised of 13 weeks of operations. However, the number of weeks of operations in the first and fourth quarters will vary as the Corporation has a statutory December 31 year end. The first quarter results include the period from January 1, 2024 to March 30, 2024 and the comparative first quarter results include the period from January 1, 2023 to April 1, 2023.

In this MD&A, references to the "Corporation", "we", "us", "our" and "WSP" or "WSP Global" refer to WSP Global Inc. Depending on the context, this term may also include subsidiaries and associated companies.

2 NON-IFRS AND OTHER FINANCIAL MEASURES

The Corporation reports its financial results in accordance with International Financial Reporting Standards as issued by the IASB. WSP uses a number of financial measures when assessing its results and measuring overall performance. Some of these financial measures are not calculated in accordance with IFRS. Regulation 52-112 respecting Non-GAAP and Other Financial Measures Disclosure ("Regulation 52-112") prescribes disclosure requirements that apply to the following types of measures used by the Corporation:

i. non-IFRS financial measures;
ii. non-IFRS ratios;
iii. total of segments measures;
iv. capital management measures; and
v. supplemental financial measures.

In this MD&A, the following non-IFRS and other financial measures are used by the Corporation: net revenues; total adjusted EBITDA by segment; total adjusted EBITDA margin by segment; adjusted EBITDA; adjusted EBITDA margin; adjusted net earnings; adjusted net earnings per share; backlog; free cash flow; days sales outstanding ("DSO"); and net debt to adjusted EBITDA ratio. These measures are defined in section 19, "Glossary of segment reporting, non-IFRS and other financial measures" and reconciliations to IFRS measures can be found in section 8, "Financial Review" and section 9, "Liquidity".

Management of the Corporation ("Management") believes that these non-IFRS and other financial measures provide useful information to investors regarding the Corporation's financial condition and results of operations as they provide additional key metrics of its performance. These non-IFRS and other financial measures are not recognized under IFRS, do not have any standardized meaning prescribed under IFRS and may differ from similarly-named measures as reported by other issuers, and accordingly may not be comparable. These measures should not be viewed as a substitute for the related financial information prepared in accordance with IFRS.

3 CORPORATE OVERVIEW

As one of the world's leading professional services firms, WSP provides strategic advisory, engineering and design services to clients in the Transportation & Infrastructure, Earth & Environment, Property & Buildings and Power & Energy sectors. WSP's experts include advisors, engineers, environmental specialists, scientists, technicians, architects and planners, in addition to other design and program management professionals. With approximately 67,200 talented people globally, WSP is well positioned to deliver successful and sustainable projects to meet clients' needs.

The Corporation's business model is centered on maintaining a leadership position in each of its end-markets and the regions in which it operates by establishing a strong commitment to, and recognizing the needs of, surrounding communities, as well as local and national clients. WSP offers a variety of professional services throughout all project execution phases, from the initial development and planning studies through to the project and program management, design, construction management, commissioning and maintenance phases.

Under this business model, the Corporation benefits from regional offices with a full-service offering. Functionally, sector and regional leaders work together to develop and coordinate markets served, combining local knowledge and relationships with nationally recognized expertise. The Corporation has developed a multidisciplinary team approach whereby employees work closely with clients to develop optimized solutions.

The Corporation believes it has the capability and the depth of expertise to transform clients' visions into realities that are sustainable in every sense - commercially, technically, socially and environmentally.

The market sectors in which the Corporation operates are described below.

- **Transportation & Infrastructure:** The Corporation's experts advise, plan, design and manage projects for rail, transit, aviation, highways, bridges, tunnels, water, maritime and urban infrastructure. Public and private sector clients, together with construction contractors and other partners, seek WSP's global expertise to undertake design services as well as create medium and long-term transportation and infrastructure strategies, and to provide guidance and support throughout the lifecycle of a wide range of projects and assets. WSP offers comprehensive, innovative and value-oriented solutions to assist clients in achieving their desired outcomes and takes great pride in solving clients' toughest problems. WSP offers a full range of services locally with extensive global experience and support to successfully deliver projects, helping clients overcome challenges and respond to emerging areas in new mobility, resiliency, decarbonization, social equity, digital project delivery, asset management and design.

- **Earth & Environment:** The Corporation has specialists working with and advising governments and private-sector clients on key aspects of earth sciences and environmental sustainability. WSP's experts advise on matters ranging from clean air, water and land, to biodiversity, green energy solutions, climate change and Environmental, Social and Governance ("ESG") issues. They provide specialized services to mining, oil and gas, power, industrial and transportation clients, all of whom operate in highly-regulated industries. The Corporation delivers a broad range of advisory and operational services, including due diligence, permit approvals, regulatory compliance, waste/hazardous materials management, geotechnical and mining engineering, environmental/social impact assessments, feasibility and land remediation studies. WSP's reputation is built on helping clients worldwide mitigate risk, manage and reduce impacts and maximize opportunities related to sustainability, climate change, energy use, resource extraction and the environment. The Corporation is able to support its clients through the project life-cycle, from design, permitting, planning and operations, to decommissioning and asset remediation.

- **Property & Buildings:** WSP is a world-leading provider of technical and advisory services with a track record of delivering commercial real estate, social infrastructure, buildings, places, and industrial and manufacturing facilities of the highest quality. The Corporation is involved at every stage of the project life-cycle, from the business case, through design and construction, to asset management and refurbishment. The Corporation has teams of technical experts across the globe delivering engineering and consultancy services that include decarbonization strategies, digital building design, building engineering design, advisory, as well as project and construction management. The Corporation enables its clients to maximize the outcome of their projects across all sectors including commercial and residential, government and mobility, healthcare, science, technology and manufacturing, hospitality and entertainment.

- **Power & Energy:** The Corporation offers energy clients support on all kinds of projects, including large-scale power plants, clean energy investments like renewables, smaller on-site power generation and efficiency programs, energy transmission, storage and distribution. WSP's experts can advise and collaborate during every project stage, delivering full life-cycle solutions. From pre-feasibility studies and community engagement through operation and decommissioning, the Corporation aims to support clients' transition to cleaner, more efficient and sustainable energy.

In addition to these sectors, the Corporation offers the highly specialized strategic advisory services listed below:

- **Planning and Advisory Services:** The Corporation helps clients throughout their journey from strategic planning to final project delivery. Combining technical talent and business acumen, WSP's team has a comprehensive understanding of market dynamics and expertise in areas such as finance, digital technology, economics, policy development, sustainability and risk. To stay competitive and effectively manage and develop their infrastructure and property assets, public and private sector clients are seeking access to more refined data and "lessons learned" from the Corporation. The Corporation provides local expertise and offers international benchmarks and best practice solutions based on its experience. WSP's team blends the technical skills of its global network with a results-oriented approach to provide effective and sustainable strategies that help to advance the communities where it is present.
- **Management Services:** The Corporation's professionals help clients to assess and define their goals, as well as to address the technical, environmental and commercial realities and challenges they face. WSP's integrated service offering also helps to forge strategic relationships with clients, who are supported throughout the project planning, implementation and commissioning stages, including during emergencies. Focusing on cost, on-time delivery, quality and safety, and applying best-in-class management processes and techniques, WSP can put together the right team from around the world to execute projects of varying sizes and complexity.
- **Technology and Sustainability Services:** The Corporation's professionals work throughout the project life cycle to design innovative solutions with a strong focus on change management and executive engagement. Major technological advancements are likely to improve the way we live, commute and travel, but they also shed new light on how property and infrastructure owners need to adapt to and embrace change. WSP's Technology Services experts use digital solutions and software to enhance engineering, infrastructure, building and environmental projects. In the face of challenges associated with population growth, resource demands and constraints, not to mention extreme weather events that impact community resiliency, the Corporation remains committed to integrating sustainability principles during the planning, design and management stages of all its projects.

4 FINANCIAL HIGHLIGHTS

(in millions of dollars, except percentages, per share data, DSO and ratios)	First quarters ended March 30, 2024	April 1, 2023
Revenues	$3,585.1	$3,489.5
Net revenues[1]	$2,793.3	$2,667.1
Earnings before net financing expense and income taxes	$244.3	$199.9
Adjusted EBITDA[2]	$446.1	$413.3
Adjusted EBITDA margin[3]	16.0 %	15.5 %
Net earnings attributable to shareholders of WSP Global Inc.	$126.8	$112.5
Basic net earnings per share attributable to shareholders	$1.02	$0.90
Adjusted net earnings[2]	$193.8	$171.1
Adjusted net earnings per share[3]	$1.55	$1.37
Cash outflows used in operating activities	$(10.4)	$(24.6)
Free cash outflow[2]	$(125.2)	$(141.1)

As at	March 30, 2024	April 1, 2023
Backlog[4]	$14,233.7	$13,833.7
Approximate number of employees	67,200	67,300
DSO[4]	76 days	74 days

As at	March 30, 2024	December 31, 2023
Net debt to adjusted EBITDA ratio[5]	1.6	1.5

(1) Total of segments measure. Refer to section 8.1, "Net revenues" for a reconciliation to revenues.

(2) Non-IFRS financial measure without a standardized definition under IFRS, which may not be comparable to similar measures used by other issuers. Refer to sections 8.3, "Adjusted EBITDA", 8.8, "Adjusted net earnings", 9.1, "Operating activities and free cash flow", as well as section 19, "Glossary of segment reporting, non-IFRS and other financial measures", for quantitative reconciliations to the most directly comparable IFRS measures, as well as explanations of the composition and usefulness of these non-IFRS financial measures.

(3) Non-IFRS ratio without a standardized definition under IFRS, which may not be comparable to similar ratios used by other issuers. Adjusted EBITDA margin is defined as adjusted EBITDA expressed as a percentage of net revenues. Adjusted net earnings per share is the ratio of adjusted net earnings divided by the basic weighted average number of shares outstanding for the period. Refer to section 19, "Glossary of segment reporting, non-IFRS and other financial measures" for references to the non-IFRS financial measures which are components of these non-IFRS ratios, and the use of these non-IFRS ratios.

(4) Supplemental financial measure. Backlog represents future revenues stemming from existing signed contracts to be completed. DSO represents the average number of days to convert the Corporation's trade receivables (net of sales taxes) and costs and anticipated profits in excess of billings, net of billings in excess of costs and anticipated profits, into cash.

(5) This capital management measure is the ratio of net debt to adjusted EBITDA for the trailing twelve-month period. Net debt is defined as long-term debt, including current portions but excluding lease liabilities, and net of cash.

5 EXECUTIVE SUMMARY

Strong first quarter results were in line with management's expectations as the Corporation achieved healthy organic growth in net revenues, combined with an increase in adjusted EBITDA margin of 50 basis points ("bps") over the comparable quarter in 2023.

Financial highlights for the first quarter of 2024

- Revenues and net revenues for the quarter reached $3.59 billion and $2.79 billion, up 2.7% and 4.7%, respectively, compared to the first quarter of 2023. Net revenue organic growth of 4.6% in the quarter is attributable to all reportable segments. Net revenue organic growth would be approximately 6.5% if normalized for the same number of billable days compared to Q1 2023.
- Backlog as at March 30, 2024 stood at $14.2 billion, representing 11.8 months of revenues[(1)], with the Americas reportable segment achieving organic backlog growth of 10.3% over the last twelve months.
- Adjusted EBITDA margin for the quarter increased by 50 bps to 16.0%, compared to 15.5% in the first quarter of 2023. The increase is mainly attributable to increased productivity.
- Adjusted EBITDA in the quarter grew to $446.1 million, compared to $413.3 million in the first quarter of 2023, an increase of 7.9%.
- Earnings before net financing expense and income taxes in the quarter stood at $244.3 million, up $44.4 million or 22.2%, compared to the first quarter of 2023, mainly due to increased adjusted EBITDA.
- Adjusted net earnings for the quarter reached $193.8 million, or $1.55 per share, up 13.3% and 13.1%, respectively, compared to the first quarter of 2023. The increase is mainly attributable to higher adjusted EBITDA.
- Net earnings attributable to shareholders for the quarter reached $126.8 million, or $1.02 per share, compared to $112.5 million, or $0.90 per share, in the first quarter of 2023.
- DSO as at March 30, 2024 stood at 76 days, compared to 74 days as at April 1, 2023, and unchanged from 76 days as at December 31, 2023.
- Cash outflows from operating activities of $10.4 million are comparable to outflows of $24.6 million in the first quarter of 2023. Free cash outflow for the three-month period ended March 30, 2024 was $125.2 million, compared to $141.1 million in the first quarter of 2023.
- Net debt to adjusted EBITDA ratio stood at 1.6x, within Management's target range of 1.0x to 2.0x.
- Quarterly dividend declared of $0.375 per share, or $46.8 million.

(1) Based on revenues for the trailing twelve-month period, incorporating a full twelve months of revenues for all acquisitions.

6 KEY EVENTS

The following are highlights from January 1, 2024 to May 8, 2024, the date of this MD&A for the first quarter ended March 30, 2024.

Acquisitions

In March 2024, WSP acquired Communica Public Affairs Inc. (“Communica”), one of Canada’s leading Indigenous and stakeholder engagement and information management consulting firms, with 50 highly skilled professionals.

In March 2024, WSP acquired Proxion Plan Oy and Proxion Pro Oy (together “Proxion”), both Finnish companies and subsidiaries of Proxion Oy. With their combined workforce of 150 employees, these businesses form one of Finland's largest rail consultancies and offer a range of railway and railway system design services, including traffic and energy services, as well as safety and security expertise.

These acquisitions were financed using WSP's available cash and credit facilities.

Subsequent to the end of the quarter, in April 2024, WSP entered into an agreement to acquire 1A Ingenieros, S.L. (“1A Ingenieros”), a 250-employee Spanish consulting firm operating mainly in the Power & Energy sector. The acquisition is expected to be completed in the second quarter of 2024.

Subsequent to the end of the quarter, in May 2024, WSP acquired AKF Group LLC (“AKF”), a specialized mechanical, electrical, and plumbing firm that designs complex healthcare, science and technology, and mission-critical facilities. AKF's 365 professionals operate throughout the eastern U.S., with an additional complementary presence in Mexico.

Leadership and Board announcements

In March 2024, WSP announced that Pierre Shoiry, WSP’s Vice Chairman, will be retiring from the Board at WSP’s Shareholder Meeting to be held on May 9, 2024. Mr. Shoiry was President and Chief Executive Officer of the Corporation for 21 years before successfully transitioning to the role of Vice Chairman in 2016 and ensuring sound continuity and succession planning. He has been instrumental in the direction and growth of the business and this year, is completing 35 years of dedicated service and leadership with WSP.

Paul Raymond, who has been a director and member of the Audit Committee of the Corporation since his election in 2019, will also not stand for reelection at the next shareholder meeting to be held on May 9, 2024. Through his skills, experience and commitment, Mr. Raymond has been a valuable contributor to the Board of Directors.

In April 2024, Joseph (Joe) Sczurko was named President of WSP in the USA. Mr. Sczurko joined WSP in 2022 through the acquisition of the Environment & Infrastructure business of John Wood Group plc., and has been leading WSP’s Earth & Environment business in the USA since that time. Mr. Sczurko brings over 35 years of progressive experience and management responsibility in consulting and engineering services.

7 SEGMENT OPERATIONAL REVIEW

The Corporation's reportable segments are: Canada, Americas (USA and Latin America), EMEIA (Europe, Middle East, India and Africa) and APAC (Asia Pacific, comprising Australia, New Zealand and Asia). Segment performance is measured using net revenues and adjusted EBITDA by segment.

CANADA

(in millions of dollars, except percentages and number of employees)	First quarters ended		
	March 30, 2024	**April 1, 2023**	**Variance**
Net revenues by segment	$476.9	$440.4	8.3 %
Organic growth			6.9 %
Acquisition growth			1.4 %
Adjusted EBITDA by segment	$88.3	$79.4	11.2 %
Adjusted EBITDA margin by segment	18.5%	18.0%	50 bps

As at	**March 30, 2024**	**April 1, 2023**	**Variance**
Backlog	$2,310.8	$2,315.2	(0.2) %
Organic backlog contraction in the twelve-month period			(1.1) %
Organic backlog contraction in the three-month period			(5.7) %
Approximate number of employees	12,400	11,800	5.1 %

bps: basis points

Net revenues

In the quarter ended March 30, 2024, net revenues in Canada were $476.9 million, an increase of $36.5 million, or 8.3%, compared to the first quarter of 2023. Organic growth and acquisition growth were 6.9% and 1.4%, respectively.

Organic growth is mainly driven by the Transportation & Infrastructure market sector. Acquisition growth is mainly due to the acquisition of LGT Inc. completed in May 2023.

In the first quarter of 2024, the Transportation & Infrastructure, Earth & Environment and Property & Buildings market sectors accounted for 95% of net revenues and public sector clients accounted for 51% of net revenues.

Backlog

Backlog in Canada remained stable compared to April 1, 2023 and the pipeline of opportunities remains strong.

Adjusted EBITDA margin

For the quarter ended March 30, 2024, adjusted EBITDA margin in Canada increased by 50 bps mainly due to better project performance and improved productivity.

AMERICAS

(in millions of dollars, except percentages and number of employees)			First quarters ended
	March 30, 2024	**April 1, 2023**	**Variance**
Net revenues by segment	$1,035.1	$1,025.5	0.9 %
Organic growth*			5.7 %
Divestiture impact*			(4.2) %
Foreign currency exchange impact**			(0.6) %
Adjusted EBITDA by segment	$190.4	$173.9	9.5 %
Adjusted EBITDA margin by segment	18.4%	17.0%	140 bps

As at	**March 30, 2024**	**April 1, 2023**	**Variance**
Backlog	$6,709.4	$6,591.9	1.8 %
Organic backlog growth in the twelve-month period			10.3 %
Organic backlog growth in the three-month period			4.2 %
Approximate number of employees	18,200	20,400	(10.8) %

* Organic growth, acquisition growth and divestiture impact are calculated based on local currencies.
** Foreign currency exchange impact represents the foreign currency exchange component to convert net revenues in local currencies into the Canadian equivalent amount, net of organic growth, acquisition growth and divestiture impact.
bps: basis points

Net revenues

In the quarter ended March 30, 2024, net revenues in the Americas reportable segment were $1.04 billion, an increase of $9.6 million, or 0.9%, compared to the first quarter of 2023. Organic growth of 5.7%, on a constant currency basis, was predominantly driven by growth of the Transportation & Infrastructure and Property & Buildings market sectors.

The sale of LBS in August 2023 resulted in a divestiture impact of 4.2 % in the quarter.

In the first quarter of 2024, the Transportation & Infrastructure, Earth & Environment and Property & Buildings market sectors accounted for 96% of net revenues and public sector clients accounted for 54% of net revenues.

Backlog

Backlog for the Americas reportable segment grew organically by 10.3%, when compared to April 1, 2023, across both the US and Latin American operations. Overall backlog growth was partially offset by divestiture impact following the sale of LBS in August 2023.

Adjusted EBITDA margin

In the quarter ended March 30, 2024, adjusted EBITDA margin for the Americas segment increased 140 bps, mainly due to improved productivity in the US, as well as better project performance in Latin America. In addition, the quarter was positively impacted by foreign exchange gains compared to losses in the corresponding period, which improved adjusted EBITDA margin by approximately 30 bps.

EMEIA

(in millions of dollars, except percentages and number of employees)	First quarters ended		
	March 30, 2024	April 1, 2023	Variance
Net revenues by segment	$856.9	$799.0	7.2 %
Organic growth*			3.9 %
Acquisition growth*			1.5 %
Foreign currency exchange impact**			1.8 %
Adjusted EBITDA by segment	$135.8	$122.7	10.7 %
Adjusted EBITDA margin by segment	15.8%	15.4%	40 bps

As at	March 30, 2024	April 1, 2023	Variance
Backlog	$3,714.6	$3,360.5	10.5 %
Organic backlog growth in the twelve-month period			8.2 %
Organic backlog growth in the three-month period			3.3 %
Approximate number of employees	24,600	23,300	5.6 %

* Organic growth and acquisition growth are calculated based on local currencies.
** Foreign currency exchange impact represents the foreign currency exchange component to convert net revenues in local currencies into the Canadian equivalent amount, net of organic growth, acquisition growth and divestiture impact.
bps: basis points

Net revenues

In the quarter ended March 30, 2024, net revenues in the EMEIA reportable segment were $856.9 million, an increase of $57.9 million, or 7.2%, compared to the first quarter of 2023. Organic growth and acquisition growth were 3.9% and 1.5%, respectively, both on a constant currency basis. Organic growth was led by the UK and the Middle East.

Acquisition growth in the quarter mainly stems from the acquisition of BG Bonnard & Gardel Holding SA (“BG”) completed in January 2023.

The positive impacts of foreign exchange are principally due to the depreciation of the Canadian dollar against the Sterling pound.

In the first quarter of 2024, the Transportation & Infrastructure, Earth & Environment and Property & Buildings market sectors accounted for 93% of net revenues and public sector clients accounted for 57% of net revenues.

Backlog

Backlog for the EMEIA reportable segment grew organically by 8.2%, when compared to April 1, 2023, driven by significant order intake across much of the segment.

Adjusted EBITDA margin

The adjusted EBITDA margin in EMEIA increased by 40 bps in the quarter ended March 30, 2024, as compared to the first quarter of 2023, mainly due to improved productivity.

APAC

(in millions of dollars, except percentages and number of employees)			First quarters ended
	March 30, 2024	April 1, 2023	Variance
Net revenues by segment	$424.4	$402.2	5.5 %
Organic growth*			0.4 %
Acquisition growth*			8.8 %
Foreign currency exchange impact**			(3.7) %
Adjusted EBITDA by segment	$64.1	$66.5	(3.6) %
Adjusted EBITDA margin by segment	15.1%	16.5%	(140) bps

As at	March 30, 2024	April 1, 2023	Variance
Backlog	$1,498.9	$1,566.1	(4.3) %
Organic backlog contraction in the twelve-month period			(9.4) %
Organic backlog contraction in the three-month period			(6.6) %
Approximate number of employees	12,000	11,800	1.7 %

* Organic growth and acquisition growth are calculated based on local currencies.
** Foreign currency exchange impact represents the foreign currency exchange component to convert net revenues in local currencies into the Canadian equivalent amount, net of organic growth, acquisition growth and divestiture impact.
bps: basis points

Net revenues

In the quarter ended March 30, 2024, net revenues in the APAC reportable segment were $424.4 million, an increase of $22.2 million, or 5.5%, when compared to the first quarter of 2023. Organic growth and acquisition growth of 0.4% and 8.8%, respectively, both on a constant currency basis.

The organic growth in the APAC reportable segment was impacted by contraction in Asia. Excluding the impact of Asia, the organic growth for the segment would be 3.2% for the quarter.

Acquisition growth in the quarter stems from the acquisitions of Enstruct Group Pty Ltd (“enstruct”) in January 2023 and Calibre Professional Services One Pty Ltd (“Calibre”) in June 2023.

Organic and acquisition growth were partially offset by negative impacts of foreign exchange, principally due to the appreciation of the Canadian dollar against the Australian dollar.

In the first quarter of 2024, the Transportation & Infrastructure, Earth & Environment and Property & Buildings market sectors accounted for 97% of net revenues and public sector clients accounted for 53% of net revenues.

Backlog

Backlog for the APAC segment contracted organically by 9.4%, when compared to April 1, 2023. Contraction was mainly due to net revenue growth in New Zealand ahead of new orders, timing of large project wins in Australia and difficult market conditions in China.

Adjusted EBITDA margin

In the quarter ended March 30, 2024, adjusted EBITDA margin for the APAC reportable segment decreased 140 bps, relative to the first quarter of 2023, due to lower performance in Asia resulting from difficult market conditions. Excluding Asia, the increase in adjusted EBITDA margin, compared to the first quarter of 2023, would be approximately 80 bps, which is mainly attributable to improved productivity.

8 FINANCIAL REVIEW

8.1 NET REVENUES

	First quarters of 2024 vs 2023				
(in millions of dollars, except percentages and number of employees)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Net revenues - 2024	$476.9	$1,035.1	$856.9	$424.4	$2,793.3
Net revenues - 2023	$440.4	$1,025.5	$799.0	$402.2	$2,667.1
Net change %	8.3 %	0.9 %	7.2 %	5.5 %	4.7 %
Organic growth*	6.9 %	5.7 %	3.9 %	0.4 %	4.6 %
Acquisition growth*	1.4 %	—	1.5 %	8.8 %	2.0 %
Divestiture impact*	—	(4.2)%	—	—	(1.6)%
Foreign currency exchange impact**	—	(0.6)%	1.8 %	(3.7)%	(0.3)%
Net change %	8.3 %	0.9 %	7.2 %	5.5 %	4.7 %
	As at				
Approximate number of employees - March 30, 2024	12,400	18,200	24,600	12,000	67,200
Approximate number of employees - April 1, 2023	11,800	20,400	23,300	11,800	67,300
Net change %	5.1 %	(10.8)%	5.6 %	1.7 %	(0.1)%

* Organic growth, acquisition growth and divestiture impact are calculated based on local currencies.
** Foreign currency exchange impact represents the foreign currency exchange component to convert net revenues in local currencies into the Canadian equivalent amount, net of organic growth, acquisition growth and divestiture impact.

During the first quarter of 2024, the Corporation achieved net revenues of $2.79 billion, up 4.7% compared to the first quarter of 2023. The increase was principally driven by organic growth of 4.6%, as well as acquisition growth of 2.0%. Net revenues grew organically across all reportable segments, despite less billable days compared to Q1 2023. Net revenue organic growth would be approximately 6.5% if normalized for the same number of billable days. The sale of Louis Berger Services Inc. ("LBS") in August 2023 resulted in a divestiture impact in the US. The overall negative impacts of foreign exchange are principally due to the appreciation of the Canadian dollar against the Australian dollar and US dollar, offset by depreciation of the Canadian dollar against the pound sterling.

In the trailing twelve months ended March 30, 2024, the increases in the number of employees in Canada, EMEIA and APAC were partially offset in the Americas by a reduction of approximately 1,400 employees due to the sale of LBS, as well as some project ramp downs in South America. Productivity initiatives across the organization also influenced the number of employees.

Refer to section 7, “Segment operational review” for further analysis of net revenues by segment.

Reconciliation of net revenues

The Corporation’s financial performance and results should be measured and analyzed in relation to fee-based revenues, or net revenues, since direct recoverable costs can vary significantly from contract to contract and are not indicative of the performance of the professional consulting services business.

	First quarters ended	
(in millions of dollars)	**March 30, 2024**	**April 1, 2023**
Revenues	**$3,585.1**	**$3,489.5**
Less: Subconsultants and direct costs	$791.8	$822.4
Net revenues(1)	**$2,793.3**	**$2,667.1**

(1) Total of segments measure. Refer to section 19, “Glossary of segment reporting, non-IFRS and other financial measures”.

8.2 BACKLOG

(in millions of dollars)	Canada	Americas	EMEIA	APAC	Total
Backlog, as at December 31, 2023	$2,444.2	$6,473.3	$3,542.3	$1,616.7	$14,076.5
Revenues	$(607.1)	$(1,439.4)	$(1,047.7)	$(490.9)	$(3,585.1)
Organic order intake	$468.7	$1,690.1	$1,161.7	$386.3	$3,706.8
Net order intake through business acquisition	$5.0	—	$11.2	—	$16.2
Foreign exchange movement	—	$(14.6)	$47.1	$(13.2)	$19.3
Backlog, as at March 30, 2024	$2,310.8	$6,709.4	$3,714.6	$1,498.9	$14,233.7
Organic backlog growth in the three-month period	(5.7)%	4.2 %	3.3 %	(6.6)%	0.9 %
Backlog, as at April 1, 2023	$2,315.2	$6,591.9	$3,360.5	$1,566.1	$13,833.7
Organic backlog growth in the twelve-month period	(1.1)%	10.3 %	8.2 %	(9.4)%	5.4 %

Backlog as at March 30, 2024 stood at $14.2 billion, representing 11.8 months of revenues[1], up 2.9% in the twelve-month period. On a constant currency basis, backlog grew organically by 5.4% since April 1, 2023. Organic growth in the three-month period since December 31, 2023 was 0.9%. Backlog contraction in the APAC reportable segment is mainly due to net revenue growth in New Zealand ahead of new orders, timing of large project wins in Australia and difficult market conditions in China.

(1) Based on revenues for the trailing twelve-month period, incorporating a full twelve months of revenues for all acquisitions.

8.3 ADJUSTED EBITDA

	Three-months ended March 30, 2024				
(in millions of dollars, except percentages)	Canada	Americas	EMEIA	APAC	Total
Net revenues by segment	$476.9	$1,035.1	$856.9	$424.4	$2,793.3
Adjusted EBITDA by segment[1]	$88.3	$190.4	$135.8	$64.1	$478.6
Adjusted EBITDA margin by segment[1]	18.5%	18.4%	15.8%	15.1%	17.1%
Head office corporate costs					$32.5
Adjusted EBITDA[2]					$446.1

	Three-months ended April 1, 2023				
(in millions of dollars, except percentages)	Canada	Americas	EMEIA	APAC	Total
Net revenues by segment	$440.4	$1,025.5	$799.0	$402.2	$2,667.1
Adjusted EBITDA by segment[1]	$79.4	$173.9	$122.7	$66.5	$442.5
Adjusted EBITDA margin by segment[1]	18.0%	17.0%	15.4%	16.5%	16.6%
Head office corporate costs					$29.2
Adjusted EBITDA[2]					$413.3

(1) Total adjusted EBITDA by segment and total adjusted EBITDA margin by segment, presented in the "total" column of the table, are total of segments measures.
(2) Non-IFRS financial measure.

For the first quarter ended March 30, 2024, total adjusted EBITDA by segment stood at $478.6 million compared to $442.5 million for the first quarter of 2023. Total adjusted EBITDA margin by segment for the first quarter ended March 30, 2024 reached 17.1%, compared to 16.6% for the corresponding period in 2023.

The increase in adjusted EBITDA by segment is mainly attributable to increased productivity. The variance explanations by segment are described in section 7, "Segment operational review".

Head office corporate costs for the first quarter ended March 30, 2024 stood at $32.5 million, in line with management's expectations.

Reconciliation of adjusted EBITDA

Management analyzes the Corporation's financial performance in relation to adjusted EBITDA as it believes this metric allows comparability of operating results from one period to another. These measures exclude the effects of items that primarily reflect the impact of long-term investment and financing decisions, rather than the results of day-to-day operations. The following table reconciles this metric to the most comparable IFRS measure:

	First quarters ended	
(in millions of dollars)	**March 30, 2024**	**April 1, 2023**
Earnings before net financing expense and income taxes	**$244.3**	**$199.9**
Acquisition, integration and reorganization costs	$21.2	$23.6
ERP implementation costs	$15.6	$18.3
Depreciation of right-of-use assets	$73.6	$76.1
Amortization of intangible assets	$56.0	$60.0
Depreciation of property and equipment	$31.0	$29.8
Share of depreciation and taxes of associates and joint ventures	$3.5	$3.3
Interest income	$0.9	$2.3
Adjusted EBITDA*	**$446.1**	**$413.3**

* Non-IFRS financial measure.

8.4 EARNINGS BEFORE NET FINANCING EXPENSE AND INCOME TAXES

The following table summarizes selected operating results expressed as a percentage of net revenues.

	First quarters ended	
(percentage of net revenues)	**March 30, 2024**	**April 1, 2023**
Net revenues	100.0 %	100.0 %
Personnel costs	74.8 %	75.5 %
Other operational costs	9.6 %	9.3 %
Exchange losses (gains) and interest income	— %	0.1 %
Share of earnings of associates and joint ventures before depreciation and income taxes	(0.4)%	(0.4)%
Adjusted EBITDA margin	**16.0 %**	**15.5 %**
Depreciation of right-of-use assets	2.7 %	2.9 %
Depreciation of property and equipment	1.1 %	1.1 %
Amortization of intangible assets	2.0 %	2.2 %
Acquisition, integration and reorganization costs and ERP implementation costs	1.3 %	1.6 %
Share of depreciation and taxes of associates	0.1 %	0.1 %
Deduct: Interest income	0.1 %	0.1 %
Earnings before net financing expense and income taxes	**8.7 %**	**7.5 %**
Net financing expense	2.5 %	1.7 %
Income tax expense	1.7 %	1.5 %
Net earnings	**4.5 %**	**4.3 %**

In the first quarter of 2024, adjusted EBITDA reached $446.1 million, up 7.9% compared to $413.3 million in Q1 2023. As a percentage of net revenues, adjusted EBITDA margin for the quarter increased to 16.0%, compared to 15.5% in Q1 2023, an increase of 50 bps. The improvement in adjusted EBITDA margin are mainly attributable to increased productivity.

In the first quarter ended March 30, 2024, earnings before net financing expense and income taxes as a percentage of net revenues increased to 8.7%, compared to 7.5% in Q1 2023. The increase is mainly due to increased adjusted EBITDA.

These variances are explained in further detail below.

Personnel costs

Personnel costs include payroll costs for all employees related to the delivery of consulting services and projects, as well as administrative and corporate staff.

For the three-month period ended March 30, 2024, personnel costs decreased as a percentage of net revenues, as compared to the corresponding period in 2023, mainly due to continuous improvement initiatives to optimize productivity.

Other operational costs

Other operational costs include fixed costs such as, but not limited to, non-recoverable client service costs, technology costs, professional indemnity insurance costs and office space related costs (mainly utilities and maintenance costs).

Other operational costs for the quarter ended March 30, 2024, as a percentage of net revenues, were slightly higher compared to the corresponding quarter in 2023.

Exchange gains and losses and interest income

In the quarter ended March 30, 2024, operational foreign exchange resulted in losses of $0.6 million, compared to $3.5 million in the corresponding period in 2023. This variance is mainly attributable to the US dollar.

The positive impact of lower foreign exchange losses was partially offset by lower interest income of $0.9 million, compared to $2.3 million in the corresponding period in 2023.

Depreciation, amortization and impairment of long-lived assets

Depreciation of right-of-use assets, as a percentage of net revenues, decreased in the quarter ended March 30, 2024 when compared to the corresponding period in 2023, mainly due to lease terminations and lease modifications in connection with office closures and downsizing, as the Corporation achieves synergies with newly acquired businesses and leverages a hybrid workplace model.

Depreciation of intangible assets and property and equipment, as a percentage of net revenues, was largely stable for the quarter ended March 30, 2024, when compared to the corresponding period in 2023.

Acquisition, integration and reorganization costs and ERP implementation costs

Acquisition, integration and reorganization costs include, if and when incurred, transaction and integration costs related to business acquisitions, gains or losses on disposals of non-core assets, outsourcing program costs pertaining mainly to redundancy and transition costs resulting from the outsourcing of the Corporation’s infrastructure or other functions, restructuring costs, and severance costs stemming from adjustments to cost structures. In the table above, these costs are combined with ERP implementation costs.

Acquisition, integration and reorganization costs and ERP implementation costs are components of financial performance which the Corporation believes should be excluded in understanding its underlying operational financial performance, and are therefore presented separately in the consolidated statement of earnings.

In the quarter ended March 30, 2024, the Corporation incurred acquisition, integration and reorganization costs of $21.2 million, which is comparable to $23.6 million incurred in the corresponding period in 2023.

In the quarter ended March 30, 2024, the Corporation incurred ERP implementation costs of $15.6 million, lower than $18.3 million, in the corresponding period in 2023. While 2023 marked the migration of the Canadian business into the Corporation's global cloud-based ERP solution, design and implementation costs continue, related to the migration of the US operations in the first quarter of 2024, as well as future rollouts to other countries, including the UK which was completed in the beginning of the second quarter of 2024.

8.5 FINANCING EXPENSES

Net financing expenses for the quarter ended March 30, 2024 were higher than the comparable quarter in 2023, mainly due to losses from derivative financial instruments in Q1 2024 compared to gains in Q1 2023, as well as higher interest on long-term debt and lower non-cash gains in value of investments related to a US employee deferred compensation plan.

8.6 INCOME TAXES

In the first quarter of 2024, income tax expense of $46.4 million was recorded on earnings before income taxes of $173.2 million, representing an effective income tax rate of 26.8%.

8.7 NET EARNINGS

In the first quarter of 2024, the Corporation’s net earnings attributable to shareholders were $126.8 million, or $1.02 per share, compared to $112.5 million, or $0.90 per share in the comparable quarter in 2023. The increase is mainly attributable to higher adjusted EBITDA partially offset by higher financing expenses.

8.8 ADJUSTED NET EARNINGS

Management believes that adjusted net earnings and adjusted net earnings per share should be taken into consideration in assessing the Corporation's performance against its peers. In the context of highly acquisitive companies or consolidating industries such as engineering and construction, this non-IFRS measure isolates amortization of intangible assets related to acquisitions (created from the allocation of purchase price between goodwill and intangible assets) as well as other charges directly or indirectly related to acquisitions. In addition, this non-IFRS financial measure is adjusted for certain non-cash items related to market volatility, which are inherently unpredictable.

Adjusted net earnings stood at $193.8 million, or $1.55 per share, in the first quarter of 2024, compared to $171.1 million, or $1.37 per share, in Q1 2023. The increase in these metrics is mainly attributable to higher adjusted EBITDA.

Reconciliation of adjusted net earnings

The following table reconciles this metric to the most comparable IFRS measure:

	First quarters ended	
(in millions of dollars, except per share data)	**March 30, 2024**	**April 1, 2023**
Net earnings attributable to shareholders	**$126.8**	**$112.5**
Amortization of intangible assets related to acquisitions	$45.7	$49.9
Acquisition, integration and reorganization costs	$21.2	$23.6
ERP implementation costs	$15.6	$18.3
Gains on investments in securities related to deferred compensation obligations	$(0.7)	$(5.4)
Unrealized losses (gains) on derivative financial instruments	$9.1	$(7.4)
Income taxes related to above items	$(23.9)	$(20.4)
Adjusted net earnings*	**$193.8**	**$171.1**
Adjusted net earnings per share*	**$1.55**	**$1.37**

* Non-IFRS financial measure or non-IFRS ratio.

9 LIQUIDITY

(in millions of dollars)	First quarters ended March 30, 2024	April 1, 2023
Cash outflows used in operating activities	$(10.4)	$(24.6)
Cash inflows from (outflows used in) financing activities	$9.2	$(25.8)
Cash outflows used in investing activities	$(62.6)	$(124.9)
Effect of exchange rate change on cash	$(1.9)	$(1.0)
Change in net cash and cash equivalents	**$(65.7)**	**$(176.3)**
Dividends paid to shareholders of WSP Global Inc.	$(46.8)	$(32.2)
Net capital expenditures*	$(24.0)	$(21.8)

* Capital expenditures pertaining to property and equipment and intangible assets, net of proceeds from disposal and lease incentives received.

9.1 OPERATING ACTIVITIES AND FREE CASH FLOW

Cash flows from operating activities

The improvement in cash outflows used in operating activities in the three-month period ended March 30, 2024 compared to the first quarter of 2023 is mainly attributable to the increase in adjusted EBITDA, partially offset by higher investment in working capital.

Free cash flow

Free cash outflow for the three-month period ended March 30, 2024 was $125.2 million, compared to $141.1 million in the first quarter of 2023. For the trailing twelve months ended March 30, 2024, free cash flow amounted to $449.0 million, representing 0.8 times the net earnings attributable to shareholders.

Reconciliation of free cash flow

Free cash flow is an indication of the Corporation's continuing capacity to generate discretionary cash from operations. It represents cash flows for the period available to the suppliers of capital, which are the Corporation's creditors and shareholders. The free cash flow metric should be reviewed year-over-year as opposed to quarter-to-quarter as the timing of investments in capital expenditure initiatives and management of working capital can have an impact in the shorter term.

(in millions of dollars)	First quarters ended March 30, 2024	April 1, 2023
Cash outflows used in operating activities	**$(10.4)**	**$(24.6)**
Lease payments in financing activities	$(90.8)	$(94.7)
Net capital expenditures*	$(24.0)	$(21.8)
Free cash outflow**	**$(125.2)**	**$(141.1)**

* Capital expenditures pertaining to property and equipment and intangible assets, net of proceeds from disposal and lease incentives received.

** Non-IFRS financial measure.

9.2 FINANCING ACTIVITIES

In the first quarter ended March 30, 2024, cash inflows from financing activities of $9.2 million were mainly attributable to net proceeds of borrowings under credit facilities, partially offset by lease payments, net financing expenses paid and dividends paid to shareholders of the Corporation.

9.3 INVESTING ACTIVITIES

In the first quarter ended March 30, 2024, cash outflows used in investing activities of $62.6 million related mainly to business acquisitions and net capital expenditures.

9.4 NET DEBT TO ADJUSTED EBITDA RATIO

As at March 30, 2024, the Corporation’s statement of financial position remained strong, with a net debt position of $3.22 billion and a net debt to adjusted EBITDA ratio of 1.6x, within the Corporation's target ratio range of 1.0x to 2.0x.

9.5 CAPITAL RESOURCES

	As at	
(in millions of dollars)	**March 30, 2024**	**December 31, 2023**
Cash and cash equivalents	$341.6	$378.0
Available syndicated credit facility	$1,305.4	$1,467.8
Other operating credit facilities	$162.6	$193.0
Available short-term capital resources	**$1,809.6**	**$2,038.8**

The Corporation believes that its cash flows from operating activities, combined with its available short-term capital resources, will enable it to support its continued growth strategy, its working capital requirements and planned capital expenditures.

9.6 CREDIT FACILITIES

The Corporation has in place, as at March 30, 2024, unsecured credit facilities and term loans:

- unsecured revolving credit facilities with a syndicate of financial institutions providing for a maximum amount of US$1.5 billion with maturities up to April 2028, comprised of two tranches; and
- unsecured term loans totalling US$1,325 million with maturities up to September 2027.

The US$1.5-billion revolving credit facilities are available for general corporate purposes and for financing business acquisitions.

As at March 30, 2024, the US$1,325-million unsecured term loans were fully drawn, whereas the US$1.5-billion revolving credit facility had an available balance of US$964.0 million.

Under these credit facilities, the Corporation is required, among other conditions, to respect certain covenants calculated on a consolidated basis. The financial covenants are in regard to its consolidated net debt to consolidated adjusted EBITDA and the fixed charge coverage ratios. These terms and ratios are defined in the credit facility agreements and do not correspond to the Corporation’s metrics described in section 19, “Glossary of segment reporting, non-IFRS and other financial measures”, or to other terms used in this MD&A. Management reviews compliance with these covenants on a quarterly basis. The Corporation was in compliance with the covenants as at March 30, 2024.

9.7 DIVIDENDS

On February 28, 2024, the Corporation declared a quarterly dividend of $0.375 per common share to holders of common shares on record as of March 31, 2024, which was paid subsequent to the end of the first quarter on April 15, 2024. The total amount of the dividend for the first quarter of 2024 was $46.8 million.

The Board has determined that the current level of quarterly dividend is appropriate based on the Corporation’s current earnings and operational financial requirements. The dividend is currently expected to remain at this level subject to the Board’s ongoing assessment of the Corporation’s future cash requirements, financial performance, liquidity, and other factors that the Board may deem relevant. The actual amount of any dividend, as well as each declaration date, record date and payment date, is subject to the discretion of the Board. Some of the information in this section constitutes forward-looking information. Please refer to section 16, “Forward-Looking Statements”, of this MD&A.

10 SUMMARY OF QUARTERLY RESULTS

(in millions of dollars, except per share data)	Trailing twelves months	2024 Q1 First quarter ended March 30	2023 Q4 Fourth quarter ended December 31	2023 Q3 Third quarter ended September 30	2023 Q2 Second quarter ended July 01	2023 Q1 First quarter ended April 01	2022 Q4 Fourth quarter ended December 31	2022 Q3 Third quarter ended October 1	2022 Q2 Second quarter ended July 2
Results of operations									
Revenues	$14,532.8	$3,585.1	$3,724.3	$3,597.4	$3,626.0	$3,489.5	$3,560.8	$2,896.1	$2,764.2
Net revenues	$11,023.2	$2,793.3	$2,756.0	$2,734.8	$2,739.1	$2,667.1	$2,553.7	$2,193.9	$2,109.6
Adjusted EBITDA*	$1,954.1	$446.1	$524.9	$521.5	$461.6	$413.3	$446.4	$407.0	$352.2
Net earnings attributable to shareholders	$564.3	$126.8	$130.6	$156.2	$150.7	$112.5	$120.0	$127.5	$89.3
Basic net earnings per share**		$1.02	$1.05	$1.25	$1.21	$0.90	$0.96	$1.05	$0.76
Diluted net earnings per share**		$1.01	$1.05	$1.25	$1.21	$0.90	$0.96	$1.05	$0.75
Backlog		$14,233.7	$14,076.5	$14,276.4	$14,311.6	$13,833.7	$13,006.5	$13,253.8	$11,448.8
Dividends									
Dividends declared	$187.0	$46.8	$46.8	$46.7	$46.7	$46.7	$46.7	$46.6	$44.3
Dividends declared, per share	$1.50	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375

* Non-IFRS financial measure.
** Quarterly net earnings per share are not additive and may not equal the annual net earnings per share reported. This may be a result of the effect of shares issued on the weighted average number of shares, as well as the impact of dilutive options.

The Corporation's quarterly earnings and revenue measures are, to a certain degree, affected by seasonality. The third and fourth quarters historically generate the largest contribution to net revenues and adjusted EBITDA, and the first quarter the least. The Corporation's cash flows from operations are also, to a certain degree, subject to seasonal fluctuations, with the fourth quarter historically generating a higher amount of cash flows from operations.

11 GOVERNANCE

Internal controls over financial reporting

The Corporation's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and have caused them to be designed under their supervision to provide reasonable assurance that:

- Material information related to the Corporation is made known to them by others, particularly during the period in which the interim filings are being prepared; and
- Information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

The CEO and CFO are also responsible for establishing and maintaining internal controls over financial reporting ("ICFR") and have designed ICFR or have caused ICFR to be designed under their supervision using the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 COSO Framework), to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Due to the inherent limitations of DC&P and ICFR, Management does not expect that DC&P and ICFR can prevent or detect all errors or intentional misstatements resulting from fraudulent activities.

There were no changes in the Corporation's ICFR that occurred during the period beginning on January 1, 2024 and ended on March 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

During the first quarter of 2024, the Corporation's US operations and remaining Canadian operations completed the implementation of a new global enterprise resource planning (ERP) system. This ERP implementation has not resulted in any significant changes in internal controls. Management employed appropriate procedures to ensure internal controls over financial reporting were in place during and after the conversion. The Corporation regularly monitors and assesses its DC&P and ICFR, while reiterating the importance of internal controls and maintaining frequent communication across the organization at all levels, in order to maintain a strong control environment.

Responsibilities of the Board of Directors

The Board has oversight responsibilities for reported financial information. Accordingly, the Board has reviewed and approved, upon recommendation of the Audit Committee of the Corporation, this MD&A and the unaudited interim condensed consolidated financial statements of the Corporation for the first quarter ended March 30, 2024, before their publication.

12 MATERIAL ACCOUNTING POLICIES

The Corporation's unaudited interim condensed consolidated financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board and are based on the same accounting policies as those used in the preparation of the Corporation's audited consolidated financial statements for the year ended December 31, 2023 and new accounting standards effective January 1, 2024.

Please refer to note 2, "Material accounting policies", to the Corporation's audited consolidated financial statements for the year ended December 31, 2023 for more information about the material accounting policies. Also refer to note 3, "Critical accounting estimates and judgments", for the material estimates and judgments used to prepare the unaudited interim condensed consolidated financial statements for the first quarter ended March 30, 2024.

13 FINANCIAL INSTRUMENTS

The Corporation's financial assets include cash, trade receivables and other receivables. The Corporation's financial liabilities include accounts payable and accrued liabilities, dividends payable to shareholders, lease liabilities, and long-term debt.

The Corporation uses derivative financial instruments to manage its exposure to fluctuations of foreign currency exchange rates. It does not hold or use any derivative instruments for trading or speculative purposes. Refer to note 8, "Financial instruments", to the Corporation's unaudited interim condensed consolidated financial statements for the first quarter ended March 30, 2024 for a description of the Corporation's hedging activities.

The Corporation's financial instruments expose the Corporation primarily to foreign exchange, credit, liquidity and interest rate risks. Refer to section 17, "Risk factors", of the Corporation's MD&A for the year ended December 31, 2023, as well as note 8 "Financial instruments", to the Corporation's audited consolidated financial statements for the year ended December 31, 2023, for a description of these risks and how they are managed, as well as for a description of how fair values are determined.

During the first quarter of 2024, there were no material changes to the risks related to financial instruments and no material changes in the financial instrument classifications. Furthermore, the methodology used to determine the fair value of financial instruments did not change during the first quarter of 2024.

14 RELATED PARTY TRANSACTIONS

The Corporation's related parties, as defined by IFRS, are its joint operations, joint ventures, associates and key management personnel. During the first quarter of 2024, there were no material changes to the Corporation's related parties.

15 OFF-BALANCE SHEET AGREEMENTS

The Corporation does not engage in the practice of off-balance sheet financing, except for the use of letters of credit.

16 FORWARD-LOOKING STATEMENTS

In addition to disclosure of historical information, the Corporation may make or provide statements or information in this MD&A that are not based on historical facts and which are considered to be forward-looking information or forward-looking statements under Canadian securities laws (collectively, “forward-looking statements”). Such statements relate to future events or future performance and reflect the expectations of Management regarding, without limitation, the growth, results of operations, performance and business prospects and opportunities of the Corporation, the achievement of its 2022-2024 Global Strategic Action Plan, or the trends affecting its industry.

This MD&A may contain forward-looking statements. Forward-looking statements can typically be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “forecast”, “project”, “intend”, “target”, “potential”, “continue” or the negative of these terms or terminology of a similar nature. More specifically, this MD&A contains the following forward-looking statements: the impact of order intake on our backlog and the state of our backlog in various reportable segments; our belief that our cash flows from operating activities, combined with our available short-term capital resources, will enable us to support our continued growth strategy, working capital requirements and planned capital expenditures; our expected level of dividend declaration and payment on the Corporation’s common shares. Such forward-looking statements reflect current beliefs of Management and are based on certain factors and assumptions as set forth in this MD&A, which by their nature are subject to inherent risks and uncertainties. While the Corporation considers these factors and assumptions to be reasonable, actual events or results could differ materially from the results, predictions, forecasts, conclusions or projections expressed or implied in the forward-looking statements.

Forward-looking statements made by the Corporation are based on a number of assumptions believed by the Corporation to be reasonable as at the date such statements were made, including assumptions set out through this MD&A and assumptions about general economic and political conditions; the state of the global economy and the economies of the regions in which the Corporation operates; the state of and access to global and local capital and credit markets; interest rates; working capital requirements; the collection of accounts receivable; the Corporation obtaining new contract awards; the type of contracts entered into by the Corporation; the anticipated margins under new contract awards; the utilization of the Corporation’s workforce; the ability of the Corporation to attract new clients; the ability of the Corporation to retain current clients; changes in contract performance; project delivery; the Corporation’s competitors; the ability of the Corporation to successfully integrate acquired businesses; the acquisition and integration of businesses in the future; the Corporation’s ability to manage growth; external factors affecting the global operations of the Corporation; the current or expected state of the Corporation’s backlog; the joint arrangements into which the Corporation has or will enter; capital investments made by the public and private sectors; relationships with suppliers and subconsultants; relationships with management, key professionals and other employees of the Corporation; the maintenance of sufficient insurance; the management of environmental, social and health and safety risks; the sufficiency of the Corporation’s current and planned information systems, communications technology and other technology; compliance with laws and regulations; future legal proceedings; the sufficiency of internal and disclosure controls; the regulatory environment; impairment of goodwill; foreign currency fluctuation; the tax legislation and regulations to which the Corporation is subject and the state of the Corporation’s benefit plans. If these assumptions prove to be inaccurate, the Corporation’s actual results could differ materially from those expressed or implied in forward-looking statements.

In evaluating these forward-looking statements, investors should specifically consider various risk factors, which, if realized, could cause the Corporation's actual results to differ materially from those expressed or implied in forward-looking statements. Such risk factors include, but are not limited to, the following risk factors discussed in greater detail in section 20, “Risk factors”, of the Corporation's MD&A for the year ended December 31, 2023: “Health, Safety, Environment and Security Hazards and Risks”; “Non-Compliance with Laws or Regulations”; “Information Technology and Information Security”; “Geopolitical Risks”; “Availability, Retention and Well-being of Qualified Professional Staff”; “Adequate Utilization of Workforce”; “Global Operations”; “Competition in the Industry”; “Professional Services Contracts”; “Economic Environment”; “Working with Government Agencies”; “Challenges Associated with Size”; “Growth by Acquisitions”; “Acquisition Integration and Management”; “Current or Future Legal Proceedings”; “Reputation”; “Insurance Limits”; “Challenges associated with infectious disease outbreaks”; “Controls and Disclosure”; “Increasing Requirements and Stakeholder

Expectations Regarding ESG matters"; "Risks related to Generative AI"; "Climate Change and related Physical and Transition Risks"; "Ecological and Social Impacts of Projects"; "Joint Arrangements"; "Reliance on Suppliers and Subconsultants"; "Work Stoppage and Labour Disputes"; "Changes to Backlog"; "Protection of Intellectual Property Rights"; "Deterioration of Financial Position or Net Cash Position"; "Working Capital Requirements"; "Accounts Receivable"; "Increased Indebtedness and Raising Capital"; "Impairment of Long-Lived Assets"; "Foreign Currency Exposure"; "Income Taxes"; "Underfunded Defined Benefits Obligations"; as well as other risks detailed from time to time in reports filed by the Corporation with securities regulators or securities commissions or other documents that the Corporation makes public, which may cause events or results to differ materially from the results expressed or implied in any forward-looking statement.

The Corporation cautions that the foregoing list of risk factors is not exhaustive. Actual results and events may be significantly different from what we currently expect because of the risks associated with our business, industry and global economy and of the assumptions made in relation to these risks. As such, there can be no assurance that actual results will be consistent with forward-looking statements. Except to the extent required by applicable law, the Corporation assumes no obligation to publicly update or revise forward-looking statements made in this MD&A or otherwise, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this MD&A describe the Corporation's expectations as of the date of this MD&A and, accordingly, are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Corporation may also make oral forward-looking statements from time to time. The Corporation advises that the above paragraphs and the risk factors set forth in section 20, "Risk factors", of the Corporation's MD&A for the year ended December 31, 2023 should be read for a description of certain factors that could cause the actual results of the Corporation to differ materially from the results expressed or implied in any oral forward-looking statements. Readers should not place undue reliance on forward-looking statements.

17 RISK FACTORS

The Corporation is subject to a number of risks and uncertainties and is affected by a number of factors which could have a material adverse effect on the Corporation's business, financial condition, operating results, future prospects or achievement of its 2022-2024 Global Strategic Action Plan. These risks should be considered when evaluating an investment in the Corporation and may, among other things, cause a decline in the price of the Corporation's shares or adversely affect the Corporation's ability to declare and/or pay dividends on the shares.

The risks and uncertainties which Management considers as the most material to the Corporation's business are described in section 20, "Risk Factors", of the Corporation's MD&A for the year ended December 31, 2023. These risks and uncertainties have not materially changed and are hereby incorporated by reference.

18 ADDITIONAL INFORMATION

Additional information regarding the Corporation is available on our website at www.wsp.com and on SEDAR+ at www.sedarplus.ca. The Corporation's Annual Information Form for the year ended December 31, 2023 is available on these websites.

The common shares of the Corporation are traded on the Toronto Stock Exchange under the symbol "WSP". As at March 30, 2024, the Corporation had 124,687,754 common shares outstanding. As at May 7, 2024, the Corporation had 124,687,754 common shares outstanding.

The Corporation has no other shares outstanding.

As at May 7, 2024, 890,378 stock options were outstanding at exercise prices ranging from $41.69 to $183.27.

Under the Corporation's share unit plan, which forms part of its long-term incentive plans, vested redeemable share units may be redeemed for common shares of the Corporation or cash, at the choice of the participant. Subject to the achievement of specified performance measures and objectives, the Corporation's redeemable share units outstanding as at May 7, 2024, could be redeemed for a maximum of 232,008 common shares of the Corporation, when vested.

19 GLOSSARY OF SEGMENT REPORTING, NON-IFRS AND OTHER FINANCIAL MEASURES

Net revenues

Net revenues is defined as revenues less direct costs for subconsultants and other direct expenses that are recoverable directly from clients.

Net revenues is a segment reporting measure and a total of segments measure, without a standardized definition within IFRS, which may not be comparable to similar measures presented by other issuers.

Management analyzes the Corporation's financial performance in relation to fee-based revenues, or net revenues, since direct recoverable costs can vary significantly from contract to contract and are not indicative of the performance of the professional consulting services business. Refer to section 8.1, "Net revenues", for reconciliations of revenues to net revenues.

Adjusted EBITDA and adjusted EBITDA margin

Adjusted EBITDA is defined as earnings before net financing expense (except interest income), income tax expense, depreciation, amortization, impairment charges on long-lived assets and reversals thereof, share of income tax expense and depreciation of associates and joint ventures, acquisition, integration and reorganization costs and ERP implementation costs. Adjusted EBITDA margin is defined as adjusted EBITDA expressed as a percentage of net revenues.

Adjusted EBITDA is a non-IFRS financial measures. Adjusted EBITDA margin is a non-IFRS ratio. These measures have no standardized definitions under IFRS, and, accordingly, these measures may not be comparable to similar measures used by other issuers.

Management analyzes the Corporation's financial performance in relation to adjusted EBITDA as it believes this metric allows comparability of operating results from one period to another. These measures exclude the effects of items that primarily reflect the impact of long-term investment and financing decisions, rather than the results of day-to-day operations. Refer to section 8.3, "Adjusted EBITDA", for reconciliations of earnings before net financing expense and income taxes to adjusted EBITDA.

Adjusted EBITDA by segment and adjusted EBITDA margin by segment

Adjusted EBITDA by segment is defined as adjusted EBITDA excluding head office corporate costs. Head office corporate costs are expenses and salaries related to centralized functions, such as head office finance, human resources and technology teams, which are not allocated to reportable segments. Adjusted EBITDA margin by segment is defined as adjusted EBITDA before head office corporate costs expressed as a percentage of net revenues.

These are segment reporting and total of segments measures without standardized definitions within IFRS. Other issuers may define adjusted EBITDA by segment differently and, accordingly, this measure may not be comparable to similar measures used by other issuers.

These metrics provide Management with comparability from one reportable segment to another. Refer to section 8.3, "Adjusted EBITDA", for reconciliations of adjusted EBITDA to adjusted EBITDA by segment and of earnings before net financing expense and income taxes to adjusted EBITDA.

Adjusted net earnings and adjusted net earnings per share

Adjusted net earnings is defined as net earnings attributable to shareholders excluding:

- amortization of intangible assets related to acquisitions;
- impairment charges on long-lived assets and reversals thereof;
- acquisition, integration and reorganization costs;
- ERP implementation costs;
- gains or losses on investments in securities related to deferred compensation obligations, included in other financial assets;
- unrealized gains or losses on derivative financial instruments; and
- the income tax effects related to the above-mentioned items.

Adjusted net earnings per share is calculated using the basic weighted average number of shares.

Adjusted net earnings is a non-IFRS financial measure and adjusted net earnings per share is a non-IFRS ratio. These measures have no standardized definitions under IFRS, and, accordingly, these measures may not be comparable to similar measures used by other issuers.

The exclusion of acquisition, integration and reorganization costs, amortization of intangible assets related to acquisitions and impairment charges on long-lived assets and reversals thereof provides a comparative measure of the Corporation’s performance in a context of material business combinations, in which the Corporation may incur material acquisition, integration and reorganization costs and as a result of which the Corporation's amortization expense may increase due to recognition of intangible assets which would not normally be recognized outside of a business combination. In addition, reorganization of the business in line with our real estate strategy and realization of synergies following acquisitions may lead to impairment or abandonment of certain assets in order to improve the Corporation's overall cost structure. Management also excludes ERP implementation costs as such costs are not representative of the operating activities of the business. In addition, this non-IFRS financial measure is adjusted for certain non-cash items related to market volatility, which are inherently unpredictable. In the US, the Corporation maintains a deferred compensation plan under which a portion of employees’ compensation is deferred and invested in financial assets held in a trust, included in other financial assets in the Corporation's statement of financial position. These financial assets held in a trust are for the ultimate benefit of the employees but are available to the Corporation’s creditors in the event of insolvency and are therefore not considered actuarial gains and losses recorded through other comprehensive income, and instead are recorded in financing expense. Finally, unrealized gains or losses on derivative financial instruments relate to future transactions and therefore are not comparable when included in the current period results.

Management believes these items should be excluded in understanding the underlying operational financial performance achieved by the Corporation. Refer to section 8.8, “Adjusted net earnings”, for reconciliations of net earnings attributable to shareholders to adjusted net earnings.

Backlog

Backlog represents future revenues stemming from existing signed contracts with customers. For public-sector clients funded by a governmental body, such funding has been confirmed.

Backlog is a supplementary financial measure without a standardized definition within IFRS. Backlog is different from the IFRS definition of unfulfilled performance obligations, as backlog also includes cost-plus contracts without stated ceilings, and cost-plus contracts with ceilings and fixed-price contracts on which work has not yet commenced. Other issuers may define a similar measure differently and, accordingly, this measure may not be comparable to similar measures used by other issuers.

Free cash flow

Free cash flow (or outflow) is defined as cash flows from operating activities, plus discretionary cash generated by the Corporation from other activities (if any), less lease payments and net capital expenditures.

Free cash flow is a non-IFRS financial measure without a standardized definition within IFRS. Other issuers may define a similar measure differently and, accordingly, this measure may not be comparable to similar measures used by other issuers.

Free cash flow provides a consistent and comparable measure of discretionary cash generated by, and available to, the Corporation to service debt, meet other payment obligations and make strategic investments. Refer to section 9.1, “Operating activities and free cash flow”, for reconciliations of free cash flow to cash flows from operating activities.

Days sales outstanding (“DSO”)

DSO represents the average number of days to convert the Corporation's trade receivables (net of sales taxes) and costs and anticipated profits in excess of billings, net of billings in excess of costs and anticipated profits, into cash. DSO is a supplementary financial measure without a standardized definition within IFRS. Other issuers may define a similar measure differently and, accordingly, this measure may not be comparable to similar measures used by other issuers.

Net debt to adjusted EBITDA ratio

Net debt to adjusted EBITDA ratio is a capital management measure. Net debt is defined as long-term debt, including current portions but excluding lease liabilities, and net of cash. The Corporation uses this ratio as a measure of financial leverage and it is calculated using the trailing twelve-month adjusted EBITDA.